

**BUMMOCK AI INC.**

**WRITTEN CONSENT OF STOCKHOLDERS  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the holders of a majority of the outstanding capital stock of Bummock AI Inc., a Delaware corporation (the “**Corporation**”), and acting in accordance with Section 228 of the Delaware General Corporation Law, do hereby consent to the adoption of the following resolution:

**2023 Stock Incentive Plan**

**RESOLVED:** That the Corporation’s 2023 Stock Incentive Plan, substantially in the form attached hereto as Exhibit A, pursuant to which the Corporation may issue up to an aggregate of 3,500,000 shares of Common Stock of the Corporation, \$0.0001 par value per share, be, and hereby is, approved.

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the dates set forth below.

**STOCKHOLDERS:**

Dated: May 25, 2023

Marjan Payan Tabari  
Marjan Payan Tabari

Dated: May 25, 2023

Babak Kia Montazam  
Babak Kia Montazam

**EXHIBIT A**  
**STOCK INCENTIVE PLAN**